

BY-LAWS

Of

Chongqing Medical University Overseas Alumni Foundation (COAF)

An Illinois Nonprofit Organization

ARTICLE I. ORGANIZATION

Section 1.01 Name: Chongqing Medical University (CQMU) Overseas Alumni Foundation, hereafter referred to as COAF. The Foundation may at its pleasure by a vote of the membership body change its name.

Section 1.02 Principal Office: The organization shall maintain its principal office in the metropolitan Chicago area, State of Illinois. The organization may change the location of its principal office by a majority vote of Board of Directors.

Section 1.03 Other Offices: COAF may also have offices at such other places, either in the United States or in other countries, where it is qualified to do business, as its business may require and as the Board of Directors, may from time to time, designate.

Section 1.04 Website: The official website of COAF shall be <http://www.chongyioverseas.org>. The email address shall be: @@@@@

ARTICLE II. PURPOSES

Section 2.01 Not for Profit: COAF is organized under and shall operate as an Illinois not-for-profit Foundation, and shall have such powers as are now or as may hereafter be granted by the Illinois Nonprofit Business Corporation Act of the State of Illinois of the United States of America.

Section 2.02 Purpose:

COAF is organized and operated in order to further the academic futures of students at Chongqing Medical University (CQMU). It accomplishes this goal by providing financial assistance to CQMU students of demonstrated need and high achievement, and by providing intellectual support in serving as a CQMU student/faculty/overseas alumni interaction and communication forum.

In order to fund conditional scholarship grants to CQMU and to COAF's foreign administrative subsidiaries, COAF may conduct fundraising activities among CQMU alumni in the United States and abroad, as well as solicit funds from the general public. COAF will have powers of selection as to which deserving CQMU students (among all those of high academic achievement and demonstrated financial need) are to receive scholarship funds to offset tuition, room, board, books, and relevant educational expenses. COAF further guarantees the integrity of the education-furthering process by maintaining full discretionary control over all funds involved at all stages.

COAF also facilitates intellectual exchange and discussion between CQMU students and alumni in the United States and abroad by holding meetings to occur at COAF offices involving, and by coordinating

long-distance correspondence between, students, faculty and alumni of CQMU. In this way, COAF performs the role of an intellectual, scholarly, and school spirit-building foundation for CQMU.

Section 2.03 Compliance with Internal Revenue Code: COAF is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE III. MEMBERSHIP

Section 3.01 Members: COAF shall have no members. Any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-Laws of this organization, require approval by a majority of all members, or approval by members, shall only require the approval of the Board of Directors.

ARTICLE IV. DIRECTORS

Section 4.01 Members: The Foundation shall have 25 Directors. The Directors shall collectively be known as the Board of Directors. Each Director must be a graduate, faculty member, or staff member of Chongqing Medical University who is currently residing outside China.

Section 4.02 Powers: Subject to the provisions of the Illinois Nonprofit Business Corporation Act governing public benefit corporations and any limitations in the Articles of Incorporation and these By-Laws, the activities and affairs of this Foundation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Directors need not be residents of the State of Illinois.

Section 4.03 Duties: It shall be the duty of the Directors to:

- (A) Perform any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation of this Foundation, or by these By-Laws.
- (B) Appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Foundation.
- (C) Supervise all officers, agents, and employees of the Foundation to assure that their duties are properly performed.
- (D) Meet at such times and places as required by the By-Laws.

(E) Register their mailing and e-mail addresses, telephone numbers, and fax numbers if available with the Secretary of the Corporation. Notices of meetings mailed, telephoned, emailed, or faxed to them at such addresses shall be valid notices thereof.

Section 4.04 Terms of Office: Each director shall hold office for two years until the next meeting for election of the Board of Directors as specified in the By-Laws, and until his or her successor is elected and qualified. The term of Chairman of the Board is two years and shall not be repeated for any consecutive terms.

Section 4.05 Place of Meetings: Meetings shall be held at the principal office of the Foundation, unless otherwise provided by the Board, or at such place within or outside the State of Illinois which has been designated from time to time by resolution of the Board of Directors. If approved by the Board, meetings shall be arranged and conducted through a teleconferencing mechanism.

In the absence of such designation, any meeting not held at the principal office of the Foundation shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Foundation, or after all Board members have been given written notice of the meeting, as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meetings can hear one another.

Section 4.06 Regular and Annual Meetings: Regular meetings (or teleconferences if approved by the Board) of the Board of Directors shall be held at least once a year in September.

The Election Meeting of the Board of Directors shall be held in every other September at a date and time determined by the Chairman of the Board. At the Election Meeting, Directors shall be elected by the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only. The next Chairman of the Board shall also be elected at the same meeting by the new Board of Directors.

Section 4.07 Special Meetings: Special meetings (including teleconferences) of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any three Directors, and such meetings shall be held at a place within or outside the State of Illinois, or teleconference, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Foundation.

Section 4.08 Notice of Meetings: Regular meetings may be held without notice. Special meetings of the Board shall be held upon a four (4) day notice by first-class mail, email, or forty-eight (48) hour notice delivered personally or by telephone, e-mail, or fax. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address, as shown on the books of the Foundation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors, if the time and place of the adjourned meeting are fixed at the meeting adjourned, and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.09 Contents of Notice: Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.10 Waiver of Notice and Consent to Holding Meetings: The transactions of any meeting of the Board, however called and noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined is present, and provided that either before or after the meeting, each Director not present signs a Waiver of Notice, a Consent to holding such meeting, or an Approval of the minutes thereof. All such Waivers, Consents, or Approvals, shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4.11 Quorum for Meetings: A simple majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.12 Majority Action as Board Action: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or the Illinois Nonprofit Business Corporation Act, or Illinois Business Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest; and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.13 Conduct of Meetings: Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated, or in his or her absence, the President of the Foundation, or in his or her absence, by the Vice-President of the Foundation, or in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Foundation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Section 4.14 Action by Unanimous Written Consent without Meeting: An action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under Chairman's provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without meeting, and that the By-Laws of this Foundation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

Section 4.15 Vacancies: Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any vacancy occurring in the Board of Directors may be filled by Majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Directors may be removed without cause by a unanimous decision of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 4.16 Non-Liability of Directors: The Directors shall not be personally liable for the debts, liabilities or other obligations of the Foundation.

Section 4.17 Indemnification by Foundation of Directors, Officers, Employees and other Agents: To the extent that a person, who is, or was, a Director, Officer, employee, or other agent of this Foundation has been successful on the merits in defense of any civil, criminal, administrative or investigate proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Foundation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Foundation, but only to the extent allowed by, and in accordance with, the requirements of Illinois Nonprofit Business Corporation Act.

Section 4.18 Insurance for Corporate Agents: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including a Director, Officer, employee, or other agent of the Foundation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of Illinois Nonprofit Business Corporation Act.

ARTICLE V. OFFICERS

Section 5.01 Number of Officers: The Officers of this Foundation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Foundation may also have, as determined by the Board of Directors, one or more Vice-Presidents,,Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

Section 5.02 Qualification, Election, and Term of Office: Only graduate of Chongqing Medical University who is not a resident of China may serve as Officer of this Foundation. Officers shall be elected by the Board of Directors, at any time, and each officer hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The term for the President should not be more than three years.

Section 5.03 Subordinate Officers: The Board of Directors may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5.04 Removal and Resignation: Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Foundation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Foundation.

Section 5.05 Vacancies: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a majority vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be as the filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5.06 Duties of President: The President shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Foundation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she shall, in the name of the Foundation, execute such deeds: mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5.07 Duties of the Vice-President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all of the duties of the President, and when so acting shall have all of the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

Section 5.08 Duties of Secretary: The Secretary shall:

Certify and keep at the principal office of the Foundation the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keep at the principal office of the Foundation or at such other place as the Board may determine the book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

To be in charge of maintaining the COAF's official Website.

See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

Be custodian of the records and of the seal of the Foundation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Foundation under its seal is authorized by law or by these By-Laws.

Exhibit at all reasonable times to any Director of the Foundation, or to his or her agent or attorney, request therefore, the By-Laws and the minutes of the proceedings of the Directors of the Foundation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Foundation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.09 Duties of Treasurer: Subject to the provisions of these By-Laws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever.

Disburse or cause to be disbursed the funds of the Foundation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Foundation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Foundation, or to his or her agent or attorney, on request thereof.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Foundation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements, to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Foundation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.10 Compensation: No salaries shall be given to any Directors and Officers. There shall be no compensation for personal expenses for services provided by Directors and Officers to this Foundation. If a special exception shall be made for extraordinary contributions to this cooperation, it must only be allowed by resolution of the Board of Directors.

ARTICLE VI. COMMITTEES

Section 6.01 Executive Committee: The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as Officers of this Foundation) to constitute an Executive Committee, and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Foundation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee, which has the authority of the Board.
- (b) The fixing of compensation of the Directors for serving on the Board or any committee.
- (c) The amendment or repeal of By-Laws or the adoption of new By-Laws.
- (d) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board thereof.
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

- (g) The approval of any transaction to which this Foundation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Illinois Nonprofit Business Corporation Act.

By a majority vote, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 6.02 Scholarship Committee: This committee shall be in charge of evaluating applications from the students of Chongqing Medical University, selecting candidates, and overseeing the distribution of the scholarships after decided by the Board of Directors.

Section 6.03 Finance Committee: This committee oversees the financial issues, fund-raising activities, and others as requested by the Board of Directors.

Section 6.04 Alumni and Public Affairs Committee: This committee coordinates activities within the oversea Alumni of CQMU, as well as with CQMU public relation issues, information technology issues (website), publications, and others as requested by the Board of Directors.

Section 6.05 COAF China Committee: This committee shall be in charge of soliciting and performing initial evaluation of applications from the prospect students of Chongqing Medical University, and executing the eventual distribution of the scholarships after the applications are approved by the Board of Directors.

Section 6.06 Other Committees: The Foundation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

Section 6.07 Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, which such changes in the context of such Bylaw provisions as are necessary to substitute the committee for the Board of Directors, except that the time for regular meetings or committees may be fixed by resolution of the Board of directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 7.01 Execution of Instruments: The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any Officer or agent of the Foundation to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.02 Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by the Assistant Treasurer of the Foundation.

Section 7.03 Deposits: All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04 Gifts: The board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the charitable purposes of this Foundation.

ARTICLE VIII. CORPORATE RECORDS, REPORTS, AND SEAL

Section 8.01 Maintenance of Corporate Records: The Foundation shall keep at its principal office in the State of Illinois:

- (a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the Foundation's Articles of Incorporation and By-Laws, as amended to-date, which shall be open to inspection by the Board of Directors of the Foundation at all reasonable times during office.

Section 8.02 Foundation Seal: The Board of Directors may adopt, use, and at will alter, a Foundation seal. Such seal shall be kept at the principal office of the Foundation. Failure to affix the seal to Foundation instruments, however, shall not affect the validity of any such instrument.

Section 8.03 Directors' Inspection Rights: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Foundation.

Section 8.04 Right to Copy and Make Extracts: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 8.05 Annual Report: The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the Foundation's fiscal year to all Directors of the Foundation. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or the Foundation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.

- (d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by the Board of Directors.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation.

ARTICLE IX. FISCAL YEAR

Section 9.01 Fiscal Year of the Foundation: The fiscal year of the Foundation shall end on Dec. 31 of each year.

ARTICLE X. BY-LAWS

Section 10.01 Amendment: Subject to any provision of law applicable to the amendment of By-Laws of nonprofit corporations, these By-Laws, or any of them, may be altered, amended, or repealed, and new By-Laws adopted, by a majority vote of the Board of Directors.

ARTICLE XI. AMENDMENT OF ARTICLES

Section 11.01 Amendment of Articles: Amendment of the Articles of Incorporation may be adopted by the approval of a majority of the Board of Directors of this Foundation.

Section 11.02 Certain Amendments: Notwithstanding the above Section of this Article, this Foundation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and any of the names and addresses of the first Directors of this Foundation, nor the name and address of its initial agent, except to correct an error in such statement, or to delete either statement after the Foundation has filed a "Amended Article of Incorporation" with the Office of the Illinois Secretary of State, pursuant to Illinois Nonprofit Business Corporation Act.

ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 12.01 Prohibition Against Sharing Corporate Profits and Assets: No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Foundation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII. DISSOLUTION OF THE FOUNDATION

Section 13.01: Dissolution of the Foundation: Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION OF BY-LAWS

THIS IS to CERTIFY, that I am the duly elected, qualified, and acting officer of Chongqing Medical University Overseas Alumni Foundation (COAF), an Illinois nonprofit corporation, and that the foregoing By-Laws were duly adopted by the Board of Directors of said corporation on the Day of 2007.

President:

Acting Secretary: